

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**MINUTES**

Thursday, June 14, 2018  
1 Dr. Carlton B. Goodlett Place, Room 416  
San Francisco, CA

**REGULAR MEETING**  
9:30 a.m.

**BOARD OF DIRECTORS**

Mohammed Nuru, Chair  
Jeff Gee, Vice Chair  
Bruce Armistead  
James Davis  
Greg Harper  
Jane Kim  
Edward Reiskin  
Nadia Sesay

Executive Director  
Mark Zabaneh

Secretary  
Nila Gonzales

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San Francisco, California 94105  
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9:30 – REGULAR MEETING

## ORDER OF BUSINESS

### 1. Call to Order

Chair Nuru called the meeting to order at 9:30 a.m.

### 2. Roll Call

Secretary Gonzales stated that Director Chang was sitting in as Director Kim's alternate.

Present: Bruce Armistead  
Tilly Chang  
James Davis  
Greg Harper  
Ed Reiskin  
Nadia Sesay  
Jeff Gee  
Mohammed Nuru

Absent: Jane Kim

### 3. Communications

Director Armistead announced that Boris Lipkin, Acting Northern California Regional Director, will represent the California High Speed Rail Authority on the TJPA Board of Directors effective next TJPA Board meeting and Director Armistead would remain as the alternate.

### 4. Board of Director's New and Old Business

None.

### 5. Executive Director's Report

- Retail Leasing Update
- Grand Opening Update
- Quarterly Financial Reports

Executive Director Zabaneh stated that the passing of Regional Measure 3 (RM3) by the voters on June 5, 2018 is a great win for transportation improvements in the Bay Area as RM3 is expected to generate approximately \$4.5 Billion for infrastructure improvements, including \$325 Million for the Downtown Rail Extension (DTX), which if made available in time, would allow DTX/Phase 2 to be shovel ready in approximately 3-4 years. He plans to present a DTX/Phase 2 update at the next TJPA Board meeting. Regarding the Supplemental Environmental Document for DTX/Phase 2, he reported that the Federal Transit Administration (FTA) is still reviewing the Final Supplemental Environmental Impact Statement and their comments are expected back

shortly. He further reported, with the passing of RM3 and the completion of the RAB study, there will be several requests for proposals released to advance the TJPA's work.

Erika Elliott of Colliers, Asset Management team, presented the Retail Leasing Update.

Christine Falvey, Public Relations, presented the Grand Opening Update.

Sara DeBord, TJPA Chief Financial Officer, provided the Quarterly Financial Reports.

Executive Director Zabaneh announced that Sara DeBord, TJPA Chief Financial Officer, will be moving on to another opportunity after July 2018 and expressed his gratitude for her many years of invaluable service to the TJPA. Chair Nuru, on behalf of the entire TJPA Board, thanked Ms. DeBord for the great work she has accomplished.

## 6. Construction Update

Dennis Turchon, TJPA Senior Construction Manager, and Ron Alameida, SFPW Director of Design and Construction, presented the update and Jes Pedersen of Webcor/Obayashi, Construction Manager/General Contractor (CM/GC), provided a status on Substantial Completion.

## 7. Facility Readiness Update

Martha Velez, TJPA Facility Manager, and Sidonie Sansom, TJPA Chief Security Officer, presented the item.

### Public Comment:

Jim Patrick, Patrick & Co., stated Ford GoBike should be charged a fee for the agreement they will have at the facility.

## 8. Citizens Advisory Committee (CAC) Update

Bruce Agid, TJPA CAC Chair, provided comments regarding meetings being held on potential quality of life issues around the transit center; the CAC's recent tour of the facility and satisfaction with progress; interest in finalizing the environmental documents and advancing the progress of Phase 2; support of the Rail Alignment and Benefits (RAB) Study's recommendation of the Pennsylvania alignment and phased approach; pleased that the budget is holding and construction milestones are being met; additionally satisfied with retail progress; lastly, the CAC appreciated the presentation of the digital signage program by Pearl Media and they look forward to hearing more on the interim uses since full functionality will not be complete until October. He also made suggestions for the opening ceremony.

## 9. Public Comment

Members of the public may address the Authority on matters that are within the Authority's jurisdiction and are not on today's calendar.

Jim Patrick, Patrick & Co., provided comments regarding connecting to the East Bay and referred to a recent article involving Elon Musk's deal with Chicago to drill from O'Hare Airport to downtown Chicago to put a tunnel in and collect the revenue and stated TJPA Board should be seeking to do the same.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE EXECUTIVE DIRECTOR OR THE CHAIR.

### CONSENT CALENDAR

10. All matters listed hereunder constitute a Consent Calendar, are considered to be routine by the Transbay Joint Powers Authority, and will be acted upon by a single vote. There will be no separate discussion of these items unless a member of the Board or the public so requests, in which event the matter shall be removed from the Consent Calendar and considered as a separate item.

(10.1) Approving the Minutes of the May 10, 2018 meeting.

(10.2) Approving a resolution authorizing workers' compensation coverage for TJPA Board Members, all of whom serve unpaid, through the Special District Risk Management Authority Workers' Compensation Program in which TJPA participates for its employees.

#### RESOLUTION 18-020

(10.3) Authorizing the Executive Director to amend the intergovernmental agreement with the City and County of San Francisco Art Commission for arts acquisition and management services, to extend the agreement to a maximum term of twelve years with no change to the scope or maximum compensation under the agreement.

#### RESOLUTION 18-021

(10.4) Authorizing the Executive Director to execute a Siting Agreement with Bay Area Motivate (locally referred to a "Ford GoBike"), providing a non-exclusive license for the placement and operation of a bicycle rental docking station on TJPA property.

#### RESOLUTION 18-022

(10.5) Authorizing the Executive Director to execute an amendment to the Block 5 Easement Agreement with Park Tower Owner, a joint venture between affiliates of Golub Real Estate Corp. and the John Buck Company, for (1) a payment of \$42,000 for an appurtenant, exclusive

and perpetual subsurface easement for the Park Tower Owner's parking and basement structure under the south sidewalk of the future Natoma Street between Main and Beale streets and (2) the TJPA's attorneys' fees for negotiating and implementing the amendment.

#### RESOLUTION 18-023

(10.6) Authorizing the Executive Director to finalize negotiations of and execute a lease agreement with Amtrak for certain commercial space (about 2,847 square feet shared use space) in the transit center for about \$4,272 base rent and \$4,153 additional rent each month over a 10 year term; execution contingent on Amtrak reaching separate license with AC Transit for Amtrak's use of certain bus bays on the bus deck level of the transit center.

#### RESOLUTION 18-024

No public comment.

On motion to approve the Consent Calendar:

ADOPTED: AYES – Armistead, Chang, Harper, Reiskin, Sesay, Gee and Nuru

### REGULAR CALENDAR

11. Presentation by the San Francisco Planning Department on the Rail Alignment and Benefits (RAB) Study (previously the Railyard Alternatives & I-280 Boulevard Study).

John Rahaim, San Francisco Planning Department Director, presented the item. Ron Miguel, Chair of the RAB Citizens Working Group, provided comments in support of the study and its recommendation.

Director Harper asked who would advance the recommendation and Director Rahaim replied that the TJPA is the agency to advance the recommendation in coordination with other agencies.

#### Public Comment:

Jim Patrick, Patrick & Co., stated that the location of the 4<sup>th</sup> & King Street Station should be reviewed and moved to 7<sup>th</sup> & King Streets. He further provided comments on the suggested design and the rationale for it.

Roland Lebrun provided comments regarding the Environmental Impact Report (EIR) that is currently being reviewed by the FTA and indicated that he is uncertain if FTA is reviewing his and other public comments. He stated the time has come to merge the DTX and Pennsylvania alignment projects which allows for the relocation of the Townsend station as Mr. Patrick stated. He proceeded to provide comments regarding construction techniques and costs.

12. Approving the Fiscal Year 2018-19 (FY 2018-19) Capital Budget in an Amount Not To Exceed \$169,832,720 and FY 2018-19 Operating Budget in an Amount Not To Exceed \$33,157,050.

Sara DeBord, TJPA Chief Financial Officer, presented the item.

RESOLUTION 18-025

No public comment.

On motion to approve:

ADOPTED: AYES – Armistead, Chang, Harper, Reiskin, Sesay, Gee and Nuru

13. Authorizing the Executive Director to execute an amendment to the Professional Services Agreement for Legal Services with Jones Day to provide litigation support services arising from the movement of 301 Mission Street, for an additional compensation of \$5,000,000.

Executive Director Zabaneh presented the item.

RESOLUTION 18-026

No public comment.

On motion to approve:

ADOPTED: AYES – Armistead, Chang, Harper, Reiskin, Sesay and Nuru  
ABSTAIN – Gee

14. Presentation of the digital signage program by Pearl Media.

Joshua Cohen, President and Chief Executive Officer, Daniel Odham, Senior Vice President of Productions, and Anthony Petrillo, Chief Revenue Officer, presented the item.

Director Chang questioned if the team took into account American with Disabilities Act (ADA) considerations and the team replied affirmatively.

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

Vice Chair Gee announced that he would be recusing himself from items 18 and 19.

There was no member of the public who indicated that they would like to comment on the items scheduled for discussion in closed session.

CLOSED SESSION

15. Call to Order

Chair Nuru called the Closed Session to order at 11:30 a.m.

16. Roll Call

Present: Bruce Armistead

Tilly Chang

James Davis

Greg Harper

Ed Reiskin

Nadia Sesay

Jeff Gee (departed after item 17)

Mohammed Nuru

Absent: Jane Kim

17. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8)

Property: Salesforce Transit Center (generally located between Mission, Beale, Howard, and Second Street in San Francisco; Assessor's Block 3721, Lots 006 and 124; Assessor's Block 3720, Lots 010 and 011; Assessor's Block 3719, Lot 003)

Agency negotiators: Mark Zabaneh, Executive Director; Martha Velez, TJPA Facility Manager; Mariah Michaud, Lincoln Property Company; Julie Taylor, Erika Elliott and Ann Natunewicz of Colliers International

Negotiating parties: Parties that have submitted formal expressions of interest through the retail procurement process

Under negotiation: Price and terms of payment for retail leases of the new transit center

18. CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION

(Paragraph (1) of subdivision (d) of Gov. Code Section 54956.9)

Name of case: Lehman, et al. v. Transbay Joint Powers Authority, et al., San Francisco County Superior Court, Case No. CGC-16-553758

and

Name of case: Buttery, et al. v. Jeffries, et al., San Francisco County Superior Court, Case No. CGC-17-556292

and

Name of case: Chang, et al. v. Mission Street Development LLC, et al., San Francisco County Superior Court, Case No. CGC-17-556617

and

Name of case: Millennium Tower Association v. Mission Street Development LLC, et al., San Francisco County Superior Court, Case No. CGC-17-557830

and

Name of case: Montana, et al. v. Mission Street Development, LLC, et al., San Francisco County Superior Court, Case No. CGC-17-558649

and

Name of case: Ying, et al. v. Transbay Joint Powers Authority, et al., San Francisco County Superior Court, Case No. CGC-17-559210

and

Name of case: Maui Peaks Corp. v. Mission Street Development LLC, et al., San Francisco County Superior Court, Case No. CGC-17-560322

and

Name of case: Turgeon, et al. v. Transbay Joint Powers Authority, et al., San Francisco County Superior Court, Case No. CGC-18-564417

#### 19. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Section 54956.9: (2 potential cases)

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 12:08 p.m.

#### 20. Announcement of Closed Session.

Secretary Gonzales announced that there was nothing to report.

ADJOURN – Chair Nuru adjourned the meeting at 12:10 p.m.

A recording of the meeting is on file in the office of the Secretary to the Transbay Joint Powers Authority Board of Directors.

Nila Gonzales  
Board Secretary

The Ethics Commission of the City and County of San Francisco has asked us to remind individuals that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [Campaign and Gov't Conduct Code, Article II, Chapter 1, § 2.100, et seq.] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102, telephone (415) 252-3100, fax (415) 252-3124 and web site: [www.sfethics.org](http://www.sfethics.org).